

TITLE: Qualifications and Elections to the Board of Trustees

PROPOSED BY: The Rev. Michael Monnot
The Rev. Canon Andrea McMillin
The Very Rev. Cliff Haggengjos
The Very Rev. Sara Potter
The Very Rev. Mary Hauck
The Very Rev. Richard Yale
The Very Rev. Mary Hudak

NAME OF REPRESENTATIVE: The Rev. Michael Monnot

REPRESENTATIVE AT CONVENTION: The Rev. Michael Monnot

DATE: August 31, 2017

RESOLUTION:

RESOLVED, That Canon 16 is amended as follows, effective December 1, 2017 (text to be added is in *italics*; text to be deleted is in ~~strikethrough~~):

CANON 16
Diocesan Council, also known as Board of Trustees

16.1. Creation. There shall be a Board of Trustees (“Trustees”) which shall be composed of the Bishop, who shall serve as President, seven elected deanery members, three appointed members, five elected at large members, the Chancellor, and the Treasurer of the Diocese. Unless serving as elected members, the Deans of the Deaneries shall be associate members without vote.

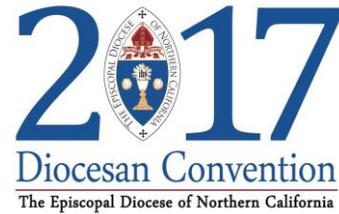
16.1.1. Selection. Elected and appointed members shall be selected as follows:

16.1.1.1. Elected Deanery Members. *The elected deanery members shall be elected at Convention by a caucus of the convention delegates from the deanery they represent.*

~~The elected deanery members shall be elected by Deanery Spring Convocations, one deanery member by each Deanery Convocation. Upon election of a deanery member, the Dean shall certify the election to the Secretary of Convention and specify whether the person is of the clergy or lay order. Deans may be elected members of the Board of Trustees.~~

16.1.1.2. Appointed Members. The appointed members shall be appointed by the Bishop or the Ecclesiastical Authority if there is no Diocesan Bishop. The appointments shall be made before *December 1 of each year.* ~~the election of elected members by Convention.~~

16.1.1.3. Elected At Large Members. The elected at large members shall be elected by Convention.



16.1.1.4 Clergy and Lay Members. Of the elected and appointed members it is a goal that five shall be members of the clergy and that ten shall be members of the laity. ~~Recognizing that Spring Convocation elections may not match that goal, the Bishop shall not make an appointment and Convention shall not hold an election to increase the number of clergy above five. Convention shall elect the number of clergy necessary to raise that number to five. Deans may be elected members of the Board of Trustees. If, however, any Deanery Convocations have not elected members to fill vacancies in Spring Convocations, the Bishop may appoint, and the Convention may elect members to the Board of Trustees without regard to their status as either clergy or lay.~~

16.1.2. Terms. Each elected or appointed member shall serve a three-year term, each term to begin on the December 1 following election or appointment, ~~except for those elected or appointed in 2012 Diocesan Convention whose terms will be according to Sections 16.5.1, 16.5.2, and 16.5.3.~~ No elected or appointed member may serve more than two successive three year terms without an intervening lapse of at least one year.

16.1.3. Qualifications. Subject to the provisions of Canon 23, a member of the Trustees shall be a confirmed member of The Episcopal Church, resident in the Episcopal Diocese of Northern California, and a communicant in good standing of a congregation of the Episcopal Diocese of Northern California. *The elected deanery members shall be communicants in good standing of a congregation located in the deanery that they represent; or they shall be clergy associated with such a congregation; or they shall be the Dean of the deanery they represent.*

16.1.4. Vacancies. ~~The Board of Trustees shall have the power to fill vacancies in the elected membership of the Board until the next annual Convention. Convention or caucus (whichever is appropriate) shall then elect a member to serve for the remaining unexpired term. The Trustees shall have the power to fill vacancies in the elected membership until the election of a member to serve for the remaining unexpired term. Convention shall fill a vacancy in an office elected by it at the next annual Convention following the vacancy. A Deanery Convocation shall fill a vacancy in an office elected by it at the next Convocation. The Bishop, or the Ecclesiastical Authority if there is no Diocesan Bishop, shall fill vacancies in the appointed membership by appointment for the remainder of the unexpired term.~~

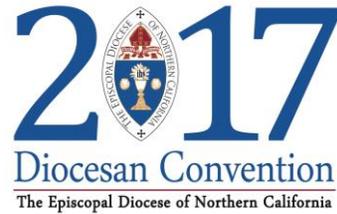
16.1.5. Quorum. A majority of the members serving shall constitute a quorum.

16.2. Duties. The duties of the Trustees are as follows:

16.2.1. Policy and Strategy. The Trustees shall develop Diocesan policy and strategy in support of mission priorities and operations priorities established by Convention.

16.2.2. Strategic Planning. The Trustees shall act as strategic planner, looking ahead and developing policy options to meet changing circumstances.

16.2.3. Finance and Administration. The Trustees shall oversee finance and administration in support of mission priorities.



16.2.3.1. Department of Finance. The Trustees shall serve as the Department of Finance of the Diocese, as provided by the Canons of The Episcopal Church.

16.2.4. Property. The Trustees shall oversee property and development in support of mission priorities.

16.2.4.2. Assets. The Diocesan Corporation shall be the owner of all of the assets of the Diocese, including all real property, funds and other assets of the Missions in the Diocese, with rights and responsibilities of such ownership.

16.2.4.3. Endowments. The Trustees shall use diligence to increase the principal funds of the endowments of the Diocese.

16.2.5. Diocesan Corporation. The Trustees shall serve as the Board of Directors of the Diocesan Corporation, and their duties shall be those set forth in state law for directors of such a corporation, in the Articles of Incorporation and the Bylaws of the Corporation, or in acts of Convention. Any reference to the "Corporation" in the Constitution, Canons, Resolutions, or policies of the Diocese shall be deemed to refer to the Trustees.

16.3. Authority. Authority, whether delegated to the Trustees by Canons or by resolution of the Convention, or otherwise, shall belong to the Board of Trustees as a whole. The Trustees may create organizational substructures from their membership and others and may assign to its organizational substructures, by resolution or bylaw, such powers and responsibilities as it is able, and sees fit to assign. A permanent or irrevocable grant of powers to any such substructure is not authorized. Duties imposed upon and authority delegated to the former Board of Directors shall be deemed to be delegated to the Trustees.

~~**16.4. Effective Date.** Except as provided in 16.5 the operative date of the provisions 16.1, 16.2, and 16.3 shall be December 1, 2012.~~

~~**16.5. Transition Provisions.** Transition provisions are as follow.~~



~~**16.5.1. Initial Elected Deanery Members.** Initial elected Deanery members will be elected at the 2012 Spring Deanery Convocations. To support the goal of staggered terms, the initial terms, by Deanery, will be:~~

~~Semper Virens—three years~~

~~Southeast—two years~~

~~Southwest—one year~~

~~Superior—three years~~

~~West—two years~~

~~Sierra—one year~~

~~Central—three years~~

~~**16.5.3. Initial Elected At-Large Members.** 2012 Diocesan Convention will elect one member for a three-year term, two members for two year terms, and two members for one year terms. The Secretary of Convention will certify the election of the clergy and lay candidates with the highest vote totals necessary to attain the goal of five clergy and ten lay appointed and elected members~~

~~**16.5.2. Initial Appointed Members.**~~

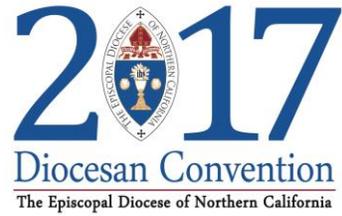
~~Prior to the 2012 Diocesan Convention, the Bishop will appoint one member for three years, one for two years, and one for one year.~~

EXPLANATION OF RESOLUTION:

This resolution reforms the election of members to the Board of Trustees and clarifies the Canons regarding elections.

The current system for electing members to the Diocesan Board of Trustees has been a burden to many deaneries. While some deaneries have had no problem with Convocations, some have had a hard time holding Spring Convocations or electing members at them; the need to hold a convocation simply to elect a Board member can be hard on people in geographically large deaneries, and can result in poor representation at elections, or no elections being held at all.

The restriction on lay/clergy status has forced us to reject people who offered themselves as candidates, in some cases on the floor of Convention itself. This creates doubt about who is eligible to be a candidate to the Board and discourages people from running. It is also undemocratic, and denies the diocese the chance to elect qualified candidates who may have discerned a call to serve as Board members.



This resolution addresses these issues by doing three things:

- 1) It removes the restriction on election of lay/clergy board members. Anyone from either order can be elected at any time.
- 2) It takes responsibility for deanery elections out of Spring Convocations and places them in deanery caucuses at convention. In other words, deanery board members will be elected by the delegates from that deanery at convention.
- 3) It does some housekeeping, clearing up some language and removing the transition language from when we created the Board in 2012.

FISCAL IMPACT:

There is no financial impact to the diocese. There may be financial or resource savings to deaneries.

RELATION TO DIOCESAN STRATEGIC PRIORITIES:

By clarifying procedures and reforming the election system for Board of Trustees, an important Diocesan institution will be strengthened. This will result in the Diocese being better able to carry out its mission to serve the church and raise up disciples for Christ.